

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FRONTIER AIRLINES, INC.,

Plaintiff,

v.

AMCK AVIATION HOLDINGS IRELAND
LIMITED, ACCIPITER INVESTMENT 4
LIMITED, VERMILLION AVIATION (TWO)
LIMITED, ACCIPITER HOLDINGS DAC,
CARLYLE AVIATION MANAGEMENT
LIMITED, MAVERICK AVIATION
HOLDINGS LIMITED, MANCHESTER
AVIATION FINANCE S.A.R.L., VERMILLION
AVIATION HOLDINGS LIMITED, WELLS
FARGO TRUST COMPANY, N.A., solely in its
capacity as OWNER TRUSTEE, and UMB
BANK, N.A., solely in its capacity as OWNER
TRUSTEE,

Defendants.

Case No.: 1:22-cv-02943 (PAE)

**DECLARATION OF JED M. SCHWARTZ IN SUPPORT OF DEFENDANTS'
MEMORANDUM OF LAW IN OPPOSITION TO PLAINTIFF'S MOTION BY ORDER
TO SHOW CAUSE FOR A TEMPORARY RESTRAINING ORDER AND
PRELIMINARY INJUNCTION**

I, Jed M. Schwartz, hereby declare as follows:

1. I am a member of the law firm Milbank LLP, counsel to Defendants Wells Fargo Trust Company, N.A., solely in its capacity as Owner Trustee (“Wells Fargo”), and UMB Bank, N.A., solely in its capacity as Owner Trustee (“UMB”), in the above-captioned action. I am a member in good standing of the bar of the State of New York and of this Court.

2. Attached hereto as **Exhibit 1** is a true and correct excerpted copy of an Aircraft Lease Agreement (“Lease”) between UMB Bank, N.A., not in its individual capacity, but solely as Owner Trustee, and Frontier Airlines, Inc. (“Frontier”), executed on March 16, 2020, with the aircraft bearing manufacturer’s serial number 10038 (“Lease Form 1”).

3. Attached hereto as **Exhibit 2** is a true and correct copy of Exhibit 3 to the Declaration of Jeff E. Butler in Support of Defendants’ Motion to Dismiss the Second Amended Complaint (ECF Nos. 39, 39-3), which is a redacted copy of an Aircraft Operating Lease Agreement between Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as trustee under the Trust Agreement, and Frontier, executed on February 19, 2016, with the aircraft bearing manufacturer’s serial number 7524 (“Lease Form 2”).

4. Attached hereto as **Exhibit 3** is a true and correct copy of the Non-Waiver and Preservation of Rights Agreement between Frontier and Defendants in the above-captioned action, executed on October 21, 2022.

5. Attached hereto as **Exhibit 4** is a true and correct excerpted copy of Frontier’s Security Assignment Redline, file named “Carlyle Frontier – Security Assignment Notice_02252023_LP Redline against MB draft.docx”, sent as an attachment by Frontier’s counsel (Lane Powell PC) to Carlyle Aviation Management Limited (“CAML”) and CAML’s counsel (Milbank LLP) via email on February 26, 2023.

6. Attached hereto as **Exhibit 5** is a true and correct excerpted copy of Frontier's Lease Assignment Redline, file named "Carlyle Frontier – Form Lease Assignment_02252023_LP Redline against MB draft.docx", sent as an attachment by Frontier's counsel (Lane Powell PC) to CAML and CAML's counsel (Milbank LLP) via email on February 26, 2023.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 8th day of June 2023.

/s/ Jed M. Schwartz
Jed M. Schwartz